

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

CAMBRIDGE PLACE INVESTMENT
MANAGEMENT, INC.,

Plaintiff,

v.

MORGAN STANLEY & CO., INC., et
al.,

Defendants.

CASE NO. 10 Civ. 11376

**SUPPLEMENTAL DECLARATION
IN SUPPORT OF DEFENDANTS'
OPPOSITION TO REMAND**

I, Stephen D. Poss, hereby declare as follows:

1. I am a partner of Goodwin Procter LLP, counsel to defendants Credit Suisse Securities (USA) LLC (“CS Securities”), Asset Backed Securities Corporation (“ABSC”), and Credit Suisse First Boston Mortgage Corporation (“CSFB Mortgage”) (collectively the “Credit Suisse Defendants”). I respectfully submit this supplemental declaration in support of Defendants’ Omnibus Opposition to Plaintiff’s Motion to Remand.

2. Attached hereto as Exhibits B-1 and B-2 are certain business records relating to securitization ABSHE 2005-HE1 which is referenced in the Declaration in Support of Defendants’ Opposition to Remand filed by the Credit Suisse Defendants on October 22, 2010. *See* Docket No. 177.

3. Attached hereto as Exhibit B-1 is an executed copy of the Mortgage Loan Purchase and Interim Servicing Agreement dated December 29, 2004, between DLJ Mortgage (identified in

the agreement as the “Purchaser”), New Century Mortgage (identified as the “Servicer”), and NC Capital (identified as the “Company”).¹

4. Attached hereto as Exhibit B-2 is an Indemnification Agreement dated February 1, 2005, between NC Capital, DLJ Mortgage, and defendants ABSC and Credit Suisse First Boston LLC (now known as CS Securities).

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct to the best of my knowledge.

Dated this 29th day of October, 2010.

/s/ Stephen D. Poss

Stephen D. Poss

¹

As noted in footnote 1 thereto, the Declaration in Support of Defendants’ Opposition to Remand filed by the Credit Suisse Defendants on October 22, 2010 contained an unexecuted copy of Mortgage Loan Purchase and Interim Servicing Agreement dated December 29, 2004 as Exhibit B. The Credit Suisse Defendants herewith submit an executed version of that exhibit as Exhibit B-1.

CERTIFICATE OF SERVICE

I hereby certify that this document filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants, by first class mail, on October 29, 2010.

/s/ Stephen D. Poss

Stephen D. Poss